

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <i>et al.</i>)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	Re: D.I. 20872

**LIMITED OBJECTION BY TYCO HEALTHCARE GROUP LP d/b/a
COVIDIEN TO CONFIRMATION OF FIRST AMENDED JOINT PLAN OF
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE OF
W.R. GRACE & CO., ET AL., THE OFFICIAL COMMITTEE OF ASBESTOS
PERSONAL INJURY CLAIMANTS, THE ASBESTOS PI FUTURE CLAIMANTS'
REPRESENTATIVE, AND THE OFFICIAL COMMITTEE OF EQUITY SECURITY
HOLDERS DATED FEBRUARY 27, 2009**

Tyco Healthcare Group LP d/b/a Covidien ("Covidien"), by and through its undersigned counsel, hereby submits its objection (the "Limited Objection") to the Confirmation of the Debtors' First Amended Joint Plan of Reorganization. In support of its Limited Objection, Covidien states as follows:

1. Covidien objects to confirmation of the Plan¹ only to the extent that the Plan (a) omits express reference to that certain Stipulation Resolving Claim #12789 by and between Covidien and the Debtors (the "Stipulation") and that certain Order Approving Stipulation Resolving Proof of Claim No. 12789, entered December 15, 2008 (the "Order"), and (b) fails to provide that the Stipulation and Order shall together govern the rights and obligations of Covidien and the Debtors with respect to Claim No. 12789 notwithstanding any other provision of the Plan or of any Order confirming the Plan.

¹ "Plan" means "First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos Pi Future Claimants' Representative, and the Official Committee of Equity Security Holders Dated February 27, 2009."

2. The Stipulation and the Order represent the settlement reached by Covidien and the Debtors as between themselves regarding the Superfund site known as Blackburn & Union Privileges located on South Street in Walpole, Massachusetts.

3. Covidien's objection would be resolved by inclusion of the following new Section 3.1.9(g) on page 54 of the Plan, after Section 3.1.9(f) and before "Section 3.1.10 Class 10. Equity Interests in the Parent":

(g) Blackburn & Union Privileges Site


The Stipulation Resolving Claim #12789 by and between Tyco Healthcare Group LP d/b/a Covidien ("Covidien") and the Debtors (regarding the Superfund site known as Blackburn & Union Privileges, South Street, Massachusetts) (the "Stipulation"), and the Order Approving Stipulation Resolving Proof of Claim No. 12789 entered December 15, 2008 (the "Order") are incorporated into the Plan, and the rights of Covidien and the Debtors with respect to the Blackburn & Union Privileges site shall be governed by the Stipulation and the Order notwithstanding any other provision of the Plan of the Confirmation Order to the contrary.

5. This requested new "savings" paragraph regarding the Stipulation and the Order is modeled on existing Plan Section 3.1.9(c) "EPA Multi-Site Agreement Obligations," which references another settlement agreement made by the Debtors regarding environmental claims and which provides for such agreement to govern the settled matters "notwithstanding any other provision of the Plan or the Confirmation Order to the contrary."

WHEREFORE, the Court is requested to deny confirmation of the Plan until it is modified in accordance with the foregoing and to grant such other and further relief as may be just and proper.

Date: May 20, 2009
Wilmington, DE

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